

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MINNESOTA**

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UNITED STATES SECURITIES  
AND EXCHANGE COMMISSION,

Plaintiff,

v.

Civil Case No. 11-723 ADM/JSM

MARLON QUAN, ACORN CAPITAL  
GROUP, LLC and STEWARDSHIP  
INVESTMENT ADVISORS, LLC,

Defendants,

and

ASSET BASED RESOURCE GROUP,  
LLC and FLORENE QUAN,

Relief Defendants  
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**ORDER**

On December 12, 2011, the undersigned United States District Judge held a hearing on the Agreed Motion [Docket No. 65] to Freeze Certain Assets Paid to Stewardship Credit Arbitrage Fund LLC (“SCAF LLC”) from the Bankruptcy Estate of Ralph Esmerian and his Affiliated Entities, jointly filed by Plaintiff U.S. Securities & Exchange Commission (the “SEC”), and Defendants Marlon Quan, Acorn Capital Group, LLC, and Stewardship Investment Advisers, LLC (collectively, the “Defendants”). Assistant United States Attorney James S. Alexander, Minneapolis, Minnesota, appeared on behalf of the SEC; Sofia A. Estrellado, Esq., Winthrop & Weinstine, P.A., Minneapolis, Minnesota, appeared on behalf of relief defendant Asset Based Resources Group, LLC; Bruce Coolidge, Esq., Wilmer Cutler Pickering Hale and Dorr LLP,

Washington, D.C., appeared telephonically on behalf of Defendants; and Sean Southard, Esq., Klestadt & Winters, LLP, New York, New York, appeared telephonically on behalf of SCAF LLC. No objections to the Motion were filed or raised at the hearing.

**IT IS HEREBY ORDERED** that, to preserve the *status quo* pending further order of the Court:

- A. The parties' Agreed Motion [Docket No. 65] is **GRANTED**;
- B. The law firm of Klestadt & Winters, LLP ("K&W") shall hold SCAF LLC's share of the Esmerian Settlement Payments – totaling \$1,025,756.00 – in an interest bearing escrow account until (a) March 1, 2012, (b) written agreement of the parties or (c) further order from the Court, whichever is earliest;
- C. K&W may pay itself \$27,077.89 from SCAF LLC's share of the Esmerian Settlement Payments representing SCAF LLC's share of outstanding legal fees for services provided in the Esmerian Bankruptcy Cases through July 31, 2011. K&W may pay SCAF LLC's share of future legal fees for services provided to SCAF LLC in connection with the Esmerian Bankruptcy Cases upon reasonable notice to SCAF LLC and the Commission;
- D. The parties shall designate an alternate escrow account before March 1, 2012 in the event that the Commission's claims against the Defendants in this matter are not resolved by that date;
- E. In the event that the parties are unable to agree on an alternate escrow account before March 1, 2012, K&W shall pay SCAF LLC's share of the Esmerian Settlement Payments

into the registry of this Court where it shall remain until either (1) the written agreement of the parties, or (2) further order from the Court; and

F. K&W shall escrow any future payments obtained on behalf of SCAF LLC in the Esmerian Bankruptcy Cases according to the terms of this Order.

BY THE COURT:

s/Ann D. Montgomery  
ANN D. MONTGOMERY  
U.S. DISTRICT JUDGE

Dated: December 12, 2011.